#### FIRST FINANCIAL BANCORP /OH/

Form 4 April 20, 2005

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** Washington, D.C. 20549 Number:

**OMB APPROVAL** 

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obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A DAVIS CLA	Address of Repo AUDE E	rting Person *	2. Issuer Name <b>a</b> Symbol	nd Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer		
			FIRST FINAN /OH/ [FFBC]	CIAL BANCORP	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest (Month/Day/Year)			ive title Other (specif	
P.O. BOX 475 (Street)			04/18/2005		below) below) President & CEO		
			4. If Amendment,	Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Y	ear)	Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting		
HAMILTO	N, OH 45012	,			Person	y wore than one reporting	
(City)	(State)	(Zip)	Table I - Non	-Derivative Securities Acc	quired, Disposed	of, or Beneficially Own	
1.Title of	2. Transaction	Date 2A. Deer	ned 3.	4. Securities Acquired	5. Amount of	6. Ownership 7. Natur	

							1 015011		
(City)	(State)	(Zip) Table	e I - Non-D	erivative S	ecurit	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (D) (Instr. 3, 4)	posed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				- 11110 <b>(111</b> 0	(2)	11100	5,000	D	
Common Stock	04/18/2005		A	16,800 (1)	A	\$0	51,800	I	Restricted

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
2004 (ISO) Stock Option	\$ 17.19					10/01/2005	10/01/2014	Common Stock	5,817
2004 (NQ) Stock Option	\$ 17.19					10/01/2005	10/01/2014	Common Stock	44,183
2005 (ISO) Stock Option	\$ 17.51	04/18/2005		A	5,711	04/18/2006(1)	04/18/2015	Common Stock	5,711
2005 (NQ) Sock Option	\$ 17.51	04/18/2005		A	78,389	04/18/2006(1)	04/18/2015	Common Stock	78,389

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DAVIS CLAUDE E							
P.O. BOX 475	X		President & CEO				
HAMILTON, OH 45012							

### **Signatures**

Terri Ziepfel 04/20/2005

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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#### (1) 25% per year for 4 years

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